

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:						Chapter 11
W.R. GRACE & CO., <u>et al.</u> ,						Case No. 01-1139 (JKF)
Debtors.						Objection Deadline: September 4, 2009 at 4:00 p.m. Hearing: September 22, 2009 at 10:30 a.m.

COVER SHEET TO THIRTEENTH QUARTERLY APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JANUARY 1, 2009 THROUGH MARCH 31, 2009

Name of Applicant: Orrick, Herrington & Sutcliffe LLP

Authorized to Provide Professional Services to: David T. Austern, Asbestos PI
Future Claimants' Representative
(the "FCR")

Date of Retention: As of February 6, 2006 (pursuant to this Court's
Order entered May 8, 2006)

Period for which compensation is sought: January 1, 2009 through March 31, 2009

Amount of Compensation (100%) sought as actual, reasonable, and necessary: \$1,497,820.75¹

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$ 56,151.13

This is an: X interim monthly final application.

1 This amount includes an additional \$3,061.25 regarding fees for non-working travel which Orrick improperly deducted from its December 2008 interim fee application.

PRIOR QUARTERLY APPLICATIONS FILED

Orrick was retained effective February 6, 2006, pursuant to this Court's Order entered May 8, 2006. Orrick has previously filed the following quarterly fee applications:

<u>Quarterly Period</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total Fees and Expenses</u>
First Quarterly Period February 6-March 31, 2006	\$206,292.25	\$7,501.32	\$213,793.57
Second Quarterly Period April 1-June 30, 2006	\$456,045.25	\$14,568.92	\$470,614.17
Third Quarterly Period July 1-Sept 30, 2006	\$558,019.75	\$25,651.67	\$583,671.42
Fourth Quarterly Period Oct 1-Dec 31, 2006	\$841,070.00	\$98,378.95	\$939,448.95
Fifth Quarterly Period January 1-March 31, 2007	\$1,098,668.00	\$57,670.14	\$1,156,338.14
Sixth Quarterly Period April 1-June 30, 2007	\$1,021,931.50	\$168,071.15	\$1,190,002.65
Seventh Quarterly Period July 1-Sept 30, 2007	\$1,318,928.25	\$506,330.27	\$1,825,258.52
Eighth Quarterly Period Oct 1-Dec 31, 2007	\$2,577,801.25	\$276,906.50	\$2,854,707.75
Ninth Quarterly Period January 1-March 31, 2008	\$2,834,348.75	\$436,062.97	\$3,270,411.72
Tenth Quarterly Period April 1-June 30, 2008	\$1,060,594.00	\$96,239.02	\$1,156,833.02
Eleventh Quarterly Period July 1-Sept 30, 2008	\$1,205,058.75	\$69,698.64	\$1,274,757.39
Twelfth Quarterly Period October 1-December 31, 2008	\$1,133,553.25	\$95,017.93	\$1,228,571.18

COMPENSATION SUMMARY

JANUARY 1, 2009 THROUGH MARCH 31, 2009

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Roger Frankel	Partner, 25 years in position; 37 years relevant experience; 1971, Bankruptcy	\$945	312.10	\$289,217.
Raymond G. Mullady, Jr.	Partner, 16 years in position; 26 years relevant experience; 1983, Litigation	\$745	.30	\$223.50
Jonathan P. Guy	Partner, 8 years in position; 15 years relevant experience; 1994, Bankruptcy	\$755	121.40	\$91,657.00
Mark J. Plumer	Partner, 15 years in position; 23 years relevant experience; 1986, Litigation	\$835	3.80	\$3,173.00
Clayton S. Reynolds	Partner, 22 years in position; 30 years relevant experience; 1979, Tax	\$840	12.60	\$10,584.00
Richard V. Smith	Partner, 16 years in position; 25 years relevant experience; 1983, Corporate	\$815	38.80	\$31,622.00

¹ This amount reflects a reduction of \$2,079 (Jan 2009), \$1,559.25 (Feb 2009), and \$2,079.00 (Mar 2009) representing non-working travel billed at 50%.

Name of Professional Person	Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Fees
Richard H. Wyron	Partner, 19 years in position; 29 years relevant experience; 1979, Restructuring	\$815	373.60	\$301,224.00 ²
Peri N. Mahaley	Of Counsel, 16 years in position; 29 years relevant experience; 1979, Litigation	\$605	324.50	\$194,053.75 ³
Mary A. Wallace	Of Counsel, 6 years in position; 18 years relevant experience; 1989, Restructuring	\$650	59.60	\$38,740.00
James W. Burke	Associate, 8 months in position; 8 months relevant experience; 2008, Restructuring	\$360	174.70	\$62,892.00
Joshua M. Cutler	Associate, 6 years in position; 6 years relevant experience; 2003, Litigation	\$555	3.80	\$2,109.00
Debra L. Felder	Associate, 7 years in position; 7 years relevant experience; 2002, Restructuring	\$590	376.70	\$222,253.00
Zachary S. Finley	Associate, 6 years in position; 6 years relevant experience; 2003, Litigation	\$570	158.90	\$95,340.00
Antony P. Kim	Associate, 6 years in position; 6 years relevant experience; 2003, Litigation	\$555	3.70	\$2,053.50
Kathleen Orr	Associate, 8 years in position; 7 years relevant experience; 2001, Restructuring	\$620	184.20	\$114,204.00
Donald A. Snead	Associate, 2 years in position; 2 years relevant experience; 2007, Corporate	\$400	5.50	\$2,200.00
Katherine S. Thomas	Associate, 4 years in position; 4 years relevant experience; 2004, Restructuring	\$525	4.60	\$2,415.00
Carrrie Barclay	Research Specialist	\$230	.30	\$69.00
Stephen C. Cruzado	Senior Litigation Paralegal	\$220	5.90	\$1,357.00

² This amount reflects a reduction of \$1,711.50 (Feb 2009), and \$1,548.50 (Mar 2009) representing non-working travel billed at 50%.

³ This amount reflects a reduction of \$1,512.50 (Feb 2009), and \$756.25 (Mar 2009) representing non-working travel billed at 50%.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Fees</u>
Debra O. Fullem	Bankruptcy Research Specialist	\$245	76.10	\$19,405.50
Kirt Dale Suomela	Scientific Advisor	\$275	21.70	\$6,293.00
Aaron R. Thorp	Practice Support Project Coordinator	\$210	16.70	\$3,674.00
TOTAL			2,279.50	\$1,494,759.50
Blended Rate: \$655.73				
Additional Fees				\$3,061.
GRAND TOTAL				\$1,497,820.75

COMPENSATION BY PROJECT CATEGORY
JANUARY 1, 2009 THROUGH MARCH 31, 2009

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	3.00	\$989.00
Compensation of Professionals-Orrick	53.50	\$18,528.50
Compensation of Professionals-Others	23.60	\$6,309.00
Insurance	536.30	\$328,196.50
Litigation	863.00	\$582,373.50
Retention of Professionals-Orrick	7.60	\$4,064.50
Retention of Professionals-Others	.40	\$326.00
Plan & Disclosure Statement	731.00	\$518,787.50
Travel Time (Non-Working)	27.60	\$11,246.00
Trust Distribution Procedures	33.50	\$23,939.00
TOTAL	2,279.50	\$1,494,759.50
Additional Fees		\$3,061.25⁴
GRAND TOTAL		\$1,497,820.75

Orrick's Client Charges and Disbursements Policy effective January 1, 2009, are as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.50 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

⁴ This amount represents additional fees due to a mathematical error made by Orrick when reducing certain attorneys' non-working travel fees billed by Mr. Plumer (3.00 hours) and Ms. Mahaley (6.50 hours) in its December 2008 interim fee application. Orrick inadvertently reduced these fees in the full amount of \$6,122.50, rather than reducing these fees by 50%.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow professionals and paraprofessionals working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge limited to \$7.50 per professional. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances.

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. The charge to clients for Lexis and Westlaw are based on retail rates that do not include non-client specific volume discounts offered to Orrick. Use of fee based internet research services other than Lexis and Westlaw is charged at Orrick's cost. There is no separate charge for other internet research.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: /S/ RICHARD H. WYRON

Roger Frankel, admitted *pro hac vice*

Richard H. Wyron, admitted *pro hac vice*

Debra L. Felder, admitted *pro hac vice*

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Counsel to David T. Austern,

Asbestos PI Future Claimants' Representative

Dated: June 19, 2009